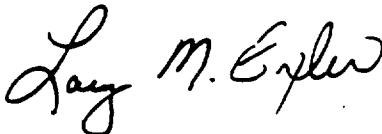


Mr. Gary Bay
April 27, 1995
Page 2

that you wish negotiated prices to remain confidential and to keep any risk of disclosure to a minimum. Thus, this is to advise you that if you charge SWBT for virtual collocation equipment at a negotiated price, SWBT may be required to disclose that price in pending regulatory proceedings. Given that you provided "list" prices, SWBT presently assumes, and wishes to verify, that those are the prices you intend to charge for virtual collocation equipment.

Please contact the undersigned in writing by May 11 if AT&T Network Systems intends to charge SWBT negotiated prices or "list" prices for virtual collocation equipment sold to it on a going forward basis.

Sincerely,



Larry M. Exler
Contract Manager

CC: CAROL BURDINE
TOM PAJDA
BOB GRZYMALA

RESTRICTED-PROPRIETARY INFORMATION

The information contained herein is for use by authorized employees of southwestern bell telephone company only and is not for general distribution within the company.

APPENDIX C

FUJITSU NETWORK TRANSMISSION SYSTEMS, INC.

2801 Telecom Parkway, Richardson, Texas 75082
Telephone: (214) 479-7733 Facsimile: (214) 479-6983

FUJITSU

CHARLES T. HOLLEY
Vice President - Sales
Southwestern Region

May 2, 1995

Mr. Larry Exler
Southwestern Bell Telephone Co.
1010 Pine St., 9-E-84
St. Louis, MO 63101

Dear Larry,

In response to your letter of April 27, 1995 it is Fujitsu's intentions that our negotiated prices remain confidential and not disclosed to anyone. In order to provide the necessary protection to the negotiated prices, any order received from Southwestern Bell for virtual collocation equipment will be billed to Southwestern Bell at the list prices.

In order to ensure that we are able to identify virtual collocation orders please send those orders directly to:

Kay Hawley
Fujitsu Network Transmission Systems, Inc.
2801 Telecom Parkway
Richardson, TX 75082
(214) 479-2936
Fax: (214) 479-6983

We request that the LPO's write virtual collocation plainly across the front of the order. If you have any questions regarding our intentions please call.

Sincerely,

Chuck
cg



1111 Woods Mill Road
Baldwin, MO 63011

May 9, 1995

Mr. Larry M. Exler
Contract Manager
Southwestern Bell Telephone Company
1010 Pine, 9-E-84
St. Louis, MO 63101

Dear Larry:

Subject: Interstate Virtual Collocation

This is in response to your letter dated April 27, 1995, regarding the pricing for Virtual Collocation Equipment. We wish to reiterate AT&T's position that the negotiated prices be kept confidential and should not be disclosed to anyone other than the Federal Communications Commission staff with a need to know.

We are taking under advisement, the possible billing of Virtual Collocation Equipment at list prices rather than at the Contract negotiated prices. To better control pricing on orders for Collocation, we are requesting that "Project CO-LO" be clearly designated on all Collocation orders from your company.

We applaud your continued efforts to protect disclosure of our negotiated Contract pricing. Should you have any additional concerns, please do not hesitate to contact me at 891-3585.

Sincerely,

A handwritten signature in cursive script that reads "Gary".

G. T. (Gary) Bay
Contract Management



1111 Woods Mill Road
Ballwin, MO 63011

May 16, 1995

Mr. Larry M. Exler, Contract Manager
Southwestern Bell Telephone Company
1010 Pine, Room 9-E-84
St. Louis, Missouri 63101

Dear Larry:

Subject: Interstate Virtual Collocation

This letter is a follow up to my letter of May 9, 1995, responding to your letter of April 27, 1995, regarding pricing of virtual collocation equipment.

After taking the issue under advisement, AT&T has decided that it will continue to bill Southwestern Bell Telephone Company at the contract negotiated prices.

As always, we appreciate your continued efforts to protect disclosure of AT&T's negotiated contract pricing.

Should you have any additional questions or concerns, please do not hesitate to contact me at 891-3585.

Sincerely,

A handwritten signature in cursive script that reads "Gary".

G. T. (Gary) Bay
Contract Management



Roy D. Clingman
General Sales Manager
2100 Reliance Parkway
Bedford, Texas 76021
817-540-9678
817-540-9643 FAX

May 10th, 1995

Mr. Larry M. Exler
Contract Manager
Southwestern Bell Telephone
1010 Pine, 9th Floor
St. Louis, Missouri 63101

Dear Larry,

As you requested, I am writing to confirm how Reliance Comm/Tec will handle will handle equipment pricing as it relates to collocation projects. Reliance does wish to maintain the confidentiality of our negotiated prices with Southwestern Bell. Therefore it is our position that we would charge the "list" prices previously communicated to Southwestern Bell.

In order to manage this situation, we would require collocation equipment be ordered separately from standard network equipment and that any order for collocation projects be so identified on the purchase order. This step will allow the administration of this situation.

I trust this answers your questions regarding collocation project pricing. Please feel free to call me should you need anything further.

Sincerely,

Roy D. Clingman



ADC Telecommunications, Inc.
4900 West 78th Street
Minneapolis, Minnesota 55435

FAX (612) 846-3292
Telephone (612) 838-8080

✓ May 10, 1995

Mr. Larry Exler
Southwestern Bell Telephone Company
1010 Pine Street, 9-E-84
St. Louis, Missouri 63101

314.225.8473
FAX 314 225 8601

Subj.: Southwestern Bell Letter dated April 27, 1995

Ref.: Contract No. C1403F1

Dear Mr. Exler:

Thank you for your letter covering the possibility of disclosure of our negotiated, contracted pricing with Southwestern Bell because of virtual collocation tariff applications and subsequent rulings.

We understand the risks involved and have determined that although we would like to keep our contracted pricing proprietary, this may not be possible. As a result, we have determined that all orders for the applicable equipment will be invoiced at your contracted prices, not the previously supplied "list" prices.

Again, thank you for your concern on this matter and should you have any questions, please contact me at your convenience.

Sincerely,

ADC TELECOMMUNICATIONS, INC.

A handwritten signature in black ink, appearing to read 'David Lawson'. The signature is stylized with loops and a long horizontal stroke extending to the right.

David Lawson
Contracts Department
612.946.3091
612.946.3250 FAX

ccMail: Mr. Pat Rockford
ADC Telecommunications, Inc.
5525 MacArthur Blvd., Suite 795
Irving, TX 75038

Mr. Ron Brumfield
ADC Telecommunications, Inc.
5525 MacArthur Blvd., Suite 795
Irving, TX 75038

NORTEL

Northern Telecom Inc.

701 Emerson
Suite 333
St. Louis, MO 63141

Tel. (314) 569-7469
Fax. (314) 569-7496

May 11, 1995

Mr. Larry Exler
Southwestern Bell Telephone Co.
1010 Pine, 9th. Floor
St. Louis, MO 63101

Dear Larry:

In response to your letter to Ken Wright dated April 27, our response is as follows. For purposes of virtual collocation orders, SWBT should use the negotiated contract pricing obtained previously from Northern Telecom. We would appreciate every effort to keep the pricing confidential, but we realize that the Regulatory environment may prevent that due to tariff filings.

For purposes of order processing, please have "virtual collocation" written on the order.

If I can provide any additional assistance, please call me at 569-7452.

Sincerely,



Joe Karolefski
Manager, Business Development

ALCATEL

NETWORK SYSTEMS

May 15, 1995

Mr. Larry Exler
Southwestern Bell Telephone Co.
1010 Market, Room 700
St. Louis, Missouri 63101

Dear Mr. Exler:

Alcatel is pleased to respond to your April 27, 1995 request for pricing clarification regarding Virtual Collocation equipment.

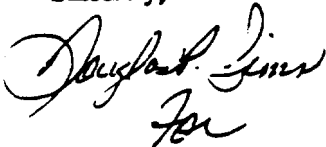
As related in your letter, SBC will procure Transmission equipment in accordance with FCC Docket Number 91-141 for collocation use by independent contractors ("Collocation Projects"), which requires that all prices for such Collocation equipment be publicly disclosed.

In light of this ruling, as presented in its quotation No. 68-5001.02 dated 05 December 1994, it is Alcatel's intent to charge currently published list price for purchases by SBC for such Collocated equipment. It is requested that all SBC purchase orders identify purchases for this purpose.

I have attached a copy of Alcatel's Collocation prices.

If you have any questions or concerns please call me.

Sincerely,

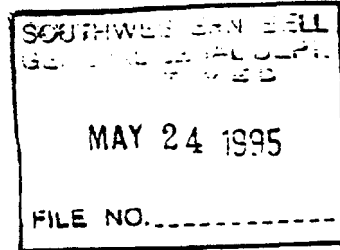


Frank Kostello,
Regional Director, Network Planning

Attachment(s): Alcatel quotation price list AOR 68-5001.02



May 23, 1995



Tellabs Operations, Inc.
4951 Indiana Avenue
Lisle, IL 60532
Telephone (708) 959-8800
FAX (708) 852-7348

Mr. Larry Exler
Contract Manager
Southwestern Bell Telephone
1010 Pine Street, 9th Floor
St. Louis, MO 63101

Dear Larry:

I am writing in response to your letter dated April 27, 1995 regarding the virtual collocation tariff. In that letter, you asked whether Tellabs intends to charge negotiated prices or "list" prices to Southwestern Bell ("SWBT") for virtual collocation equipment. The stated reason for your request was that SWBT may be required to disclose the prices charged by Tellabs in pending regulatory proceedings.

As I have stated in prior correspondence, Tellabs views its pricing policies and systems architecture information to be highly confidential. We have previously given SWBT permission to quote Tellabs' list prices in connection with its response provided that the quoted prices are at a system level only and do not reflect the individualized line item prices. Due to our continuing concern about the highly confidential nature of the negotiated prices, and in order to continue to protect them, Tellabs will charge SWBT list prices for virtual collocation equipment on a going forward basis.

Tellabs requests that SWBT continue to keep Tellabs' negotiated contract pricing confidential and to notify us immediately if you are ordered to disclose that pricing.

To identify all virtual collocation orders, please have those orders sent to my attention at the address shown above to insure correct pricing and mark those orders for virtual collocation.

If you have any questions, please feel free to contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Don Gutzmer'.
Donald R. Gutzmer
Manager, Legal Services

DRG:jm

Enclosure

APPENDIX D

**TEXAS
VIRTUAL COLLOCATION
1995 - 1998
December, 1994**

INPUTS INDEX

<u>EQUIPMENT</u>	<u>TAB</u>
Fujitsu FLM150	1
Fujitsu FLM600	2
Fujitsu FLM2400 - 1557 NM	3
Fujitsu FLM2400 - 1310 NM	4
FT2000 OC48	5
NEC IMT-150	6
NEC IMT-600	7
Reliance DISC*S	8
ADC Soneplex	9
DDM 1000	10
DDM 2000 OC12	11
DDM 2000 OC3	12
Alcatel 3x50	13
Alcatel LTS1565	14
Tellabs Titan 5500S	15
NTI FLM150C/D	16
(RESERVED)	17
(RESERVED)	18
Northern S/DMS OC3	19

APPENDIX E

Docket No. 12879
Time Warner
First Request
Information Request No. 1.8b)
Supplement 2
06/23/95

1.8b).

If your response to 1.7 is yes,

b) for each type of equipment purchased by SWBT, state the quantity and the year in which it was purchased, e.g.,
25 AT&T DDM2000s purchased in 1992, 15 AT&T DDM2000s purchased in 1993;

Answer: In accordance with Order No. 21 and subsequent to discussions among counsel for SWBT and Time Warner, and Mr. Bill Deere of SWBT, SWBT provides this second supplemental response. This information represents the quantity of shelves, or mounting hardware, purchased in 1993 and 1994 by SWBT for Fujitsu and AT&T Multiplexer equipment. This quantity of shelves may not actually represent the number of units placed in service by SWBT because some of these shelves may have been purchased in anticipation of future requirements. The actual plug-ins, or electronics that make the multiplexer work,

could be purchased at a later date.

INTERCONNECTOR DESIGNATED EQUIPMENT	SHELVES PURCHASED	
	1993	1994
Fujitsu FLM150 OC-3	2304	2139
Fujitsu FLM 600 OC-12	407	437
Fujitsu FLM 2400 OC-48	39	144
AT&T DDM 1000	340	72
AT&T DDM 2000 OC-3	139	384
AT&T DDM 2000 OC-12	12	53
AT&T FT 2000 OC-48	12	64

Docket No. 12879
Time Warner
First Request
Information Request No. 1.8b)
Supplement 2
Page 3 of 3
06/23/95

Responsible Person: William Deere
Regional Manager-Planning and
Engineering
Southwestern Bell Telephone Company
One Bell Plaza, Room 2312
Dallas, TX 75202

Larry Exler
Contract Manager
Southwestern Bell Telephone Company
1010 Pine, Room 9-E-84
St. Louis, MO 63101

Docket No. 12879
Time Warner
First Request
Information Request No. 1.8b)
Supplement 1
06/19/95

1.8b) .

If your response to 1.7 is yes,

b) for each type of equipment purchased by SWBT, state the quantity and the year in which it was purchased, e.g.,
25 AT&T DDM2000s purchased in 1992, 15 AT&T DDM2000s purchased in 1993;

Answer: In accordance with Order No. 21 and subsequent discussions among counsel for SWBT and Time Warner, and Mr. Bill Deere of SWBT, SWBT provides the following information. This information is being provided based upon conversation with specific engineering personnel at SWBT and is based on their personal recollection. This information is not intended to represent an accurate count of equipment, merely a broad estimation.

Docket No. 12879
 Time Warner
 First Request
 Information Request No. 1.8b)
 Supplement 1
 Page 2 of 3
 06/19/95

INTERCONNECTOR DESIGNATED EQUIPMENT	ESTIMATED QUANTITY PURCHASED
Fujitsu FLM150 OC-3	> 1000
Fujitsu FLM600 OC-12	> 500
Fujitsu FLM2400 OC-48	> 100
NEC IMT - 150	*
NEC IMT - 600	*
AT&T DDM 1000	> 200
AT&T DDM 2000 OC-3	> 25
AT&T DDM 2000 OC-12	Approx 10
AT&T FT 2000 OC-48	*
Alcatel 3X50	> 200
Alcatel LTS1565	> 200
Tellabs Titan 5500S	Approx 20
Northern Telecom FMT 150C	*
Northern Telecom FMT 150D	*
Northern Telecom OC-12	*
Northern Telecom OC-48	*

Docket No. 12879
Time Warner
First Request
Information Request No. 1.8b)
Supplement 1
Page 3 of 3
06/19/95

An asterisk (*) indicates that SWBT could have purchased these equipment items in the past. If so, they were purchased specifically for IXC collocation or for evaluation purposes.

Responsible Person: William Deere
Regional Manager-Planning and
Engineering
Southwestern Bell Telephone Company
One Bell Plaza, Room 2312
Dallas, TX 75202

CERTIFICATE OF SERVICE

I, Thomas Jones do hereby certify that on this 9th day of November, 1995, copies of the foregoing "Comments on Direct Cases" by Time Warner Communications Holdings, Inc. were delivered by first class mail, unless otherwise indicated, to the following parties:

Commissioner Andrew C. Barrett*
Federal Communications Commission
1919 M Street, N.W.
Room 826
Washington, DC 20554

Commissioner Rachelle Chong*
Federal Communications Commission
1919 M Street, N.W.
Room 844
Washington, DC 20554

Chairman Reed E. Hundt*
Federal Communications Commission
1919 M Street, N.W.
Room 814
Washington, DC 20554

Commissioner Susan Ness*
Federal Communications Commission
1919 M Street, N.W.
Room 832
Washington, DC 20554

Commissioner James H. Quello*
Federal Communications Commission
1919 M Street, N.W.
Room 802
Washington, DC 20554

Robert M. Lynch
Durward D. Dupre
Darryl W. Howard
Southwestern Bell Telephone Company
One Bell Center
Room 3520
St. Louis, MO 63101

William D. Baskett III
Thomas E. Taylor
David S. Bence
Cincinnati Bell Telephone Company
2500 PNC Center
201 East Fifth Street
Cincinnati, OH 45201-5715

Jay C. Keithly
United and Central Telephone Companies
1850 M Street N.W.
Suite 1100
Washington, DC 20036-5807

M. Robert Sutherland
Richard M. Sbaratta
Helen A. Shockey
Bellsouth Telecommunications, Inc.
4300 Southern Bell Center
675 West Peachtree Street, N.E.
Atlanta, GA 30375

Michael S. Pabian
Ameritech
2000 West Ameritech Center Drive
Room 4H82
Hoffman Estates, IL 60196-1025

Gail L. Polivy
GTE Service Corporation
1850 M Street, N.W.
Suite 1200
Washington, DC 20036

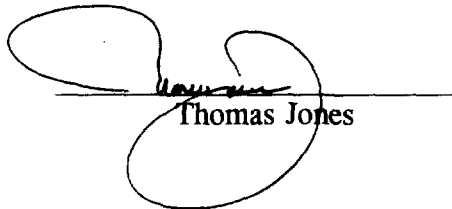
Lawrence W. Katz
The Bell Atlantic Telephone Companies
1320 North Court House Road
Eighth Floor
Arlington, VA 22201

Kathryn Marie Krause
US West Communications, Inc.
Suite 700
1020 19th Street, N.W.
Washington, DC 20036

ITS, Inc.*
1919 M Street, N.W.
Room 246
Washington, DC 20554

Mika Saver*
Tariff Division
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W.
Room 518
Washington, DC 20554

W. Richard Morris
Diane R. Stafford
United and Central Telephone Companies
Post Office Box 11315
Kansas City, MO 64112



Thomas Jones

**Hand Delivery*